

Townsquare Media, Inc.
 Form 4
 July 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ELECTRIC CAPITAL CORP

(Last) (First) (Middle)

901 MAIN AVENUE

(Street)

NORWALK, CT 06851-1168

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Townsquare Media, Inc. [TSQ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyi (Instr. 3 a |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---------------------------------|

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| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|--|------|---|---------------------------------|--------------------------------------|------------------|-----------------|----------------------|
| Class A Common Units ⁽¹⁾ | J | | | 10,958,912.512 _{(1) (2)} | <u>(1)</u> | <u>(1)</u> | Class A Common Stock |
| Class A Preferred Units ⁽¹⁾ | J | | | 10,958,912.512 _{(1) (2)} | <u>(1)</u> | <u>(1)</u> | Class A Common Stock |
| Class C Common Stock ⁽¹⁾ | J | | 3,258,139 _{(1) (2)} | | <u>(1)</u> | <u>(1)</u> | Class C Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851-1168 | | X | | |
| GE Capital Equity Holdings, Inc. 201 MERRITT 7 NORWALK, CT 06851 | | X | | |
| GE Business Financial Services Inc. 201 MERRITT 7 NORWALK, CT 06851 | | X | | |
| GEI, Inc. 201 HIGH RIDGE ROAD STAMFORD, CT 06927 | | X | | |
| Antares Capital Corp 201 MERRITT 7 NORWALK, CT 06851 | | X | | |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828 | | X | | |

Signatures

/s/ Frank Ertl, Attorney-in-fact/General Electric Capital Corporation

07/29/2014

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In connection with the Issuer's initial public offering, on July 25, 2014, Townsquare Media, LLC (the "LLC") was converted (the "Conversion") into a corporation named Townsquare Media, Inc. (the "Corporation"). As part of the Conversion, the Class A Preferred Units ("PUnits") and the Class A Common Units ("CUnits") of the LLC owned by any Reporting Person were together converted into shares of Class C Common Stock in the Corporation. Each share of the Class C Common Stock has no expiration date and is convertible at the election of the holder into a share of Class A Common Stock, and automatically converts under certain circumstances, subject to certain limitations set forth in the certificate of incorporation of the Issuer.

(2) 10,078,144.597 PUnits and 10,078,144.597 CUnits in the LLC directly owned by GE Capital Equity Holdings, Inc. ("GECEH") were together converted into 2,996,283 shares of Class C Common Stock in the Corporation. 485,308.016 PUnits and 485,308.016 CUnits in the LLC directly owned by GE Business Financial Services Inc. ("GEBFS") (GEBFS is a wholly-owned subsidiary of GEI, Inc. ("GEI")) were together converted into 144,284 shares of Class C Common Stock in the Corporation. 395,459.899 PUnits and 395,459.899 CUnits in the LLC directly owned by Antares Capital Corporation ("Antares") were together converted into 144,284 shares of Class C Common Stock in the Corporation.

(3) Indirectly owned by General Electric Capital Corporation ("GE Capital"). GECEH, GEI and Antares are wholly-owned subsidiaries GE Capital, and GE Capital is a wholly-owned subsidiary of General Electric Company ("GE"). GE disclaims beneficial ownership. See Exhibit 99.1, incorporated by reference herein.

Remarks:

Exhibit 99.1 - Joint Filer Information, each incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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